

**EXHIBIT B**  
**(Adler Declaration)**



McCARTER & ENGLISH, LLP  
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Newark, New Jersey 07102  
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*Proposed Efficiency Counsel to  
Official Committee of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:	Case No. 22-19361 (MBK)
BLOCKFI INC., et al. <sup>1</sup>	Judge Michael B. Kaplan
	Chapter 11
Debtors.	Jointly Administered

**DECLARATION OF DAVID J. ADLER IN SUPPORT OF APPLICATION  
FOR ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
McCARTER & ENGLISH, LLP AS EFFICIENCY COUNSEL FOR THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
BLOCKFI INC., ET AL., EFFECTIVE AS OF DECEMBER 29, 2022**

I, David J. Adler, declare under the penalty of perjury:

1. I am an attorney admitted to practice in the State of New York and am a member of the law firm of M&E LLP ("**M&E**"), resident in M&E's New York office at 825 8<sup>th</sup> Avenue, Worldwide Plaza, New York, New York 10019.

2. I submit this Declaration (the "**Declaration**") in support of the Application<sup>2</sup> of the Official Committee of Unsecured Creditors (the "**Committee**") appointed in the above-captioned cases (the "**Cases**") for entry of an order, pursuant to sections 328 and 1103(a) of

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965) and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 201 Montgomery Street, Suite 263, Jersey City, NJ 07302.



title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Local Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the “**Local Rules**”), authorizing and approving the retention and employment of M&E as counsel to the Committee in connection with these Cases, effective as of December 29, 2022.

3. Except as otherwise indicated herein, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.

**M&E’S QUALIFICATIONS AND EXPERIENCE**

4. M&E is well-qualified to represent the Committee in these Cases. Among other reasons for selection, M&E has a deep bankruptcy bench as well as meaningful experience with and expertise in cryptocurrency and digital assets. engagements in large Chapter 11 cases, and we are known for passionate and zealous advocacy on behalf of Official Committees. In addition to its attorneys with decades of experience in restructuring, M&E has a large and well-respected litigation group at the Committee’s disposal.

5. To address the scope of the work involved in representing the interests of the Committee and to manage professional fees and expenses in these Cases, the Committee has determined to retain Brown Rudnick LLP as lead counsel, M&E as efficiency counsel and Genova Burns LLC, as local counsel. M&E and the other law firms retained as counsel to the Committee will work in an integrated and coordinated manner to avoid any unnecessary duplication of effort and to ensure the Committee obtains the benefit of each Committee advisor’s collective experience both generally and specifically as to each firm’s specialized focus.



**M&E'S CONNECTIONS IN THESE CASES**

6. In connection with the Committee's proposed retention of M&E, I directed M&E staff to conduct a review (the "**Connections Check**") of M&E's connections (as such term is used in Bankruptcy Rule 2014(a)) to identify the parties relevant to this Declaration and to ascertain M&E's connections to certain parties. The Conflicts Department performed an examination and comparison of the following categories of entities who may be parties-in-interest in these Cases:

- (a) Debtors & Affiliates;
- (b) Current and Former Directors & Officers;
- (c) Equity Holders;
- (d) Bankruptcy Professionals;
- (e) Banks;
- (f) Custodians;
- (g) Exchanges / Marketplaces;
- (h) Government, Taxing Authorities, and Regulatory Agencies;
- (i) Indenture Trustee;
- (j) Insurance;
- (k) Joint Provisional Liquidators;
- (l) JV Partners;
- (m) Litigation Counterparties;
- (n) Loan Counterparties;
- (o) Non-Debtor Professionals;
- (p) Notice of Appearance Parties;
- (q) Ordinary Course Professionals;
- (r) Potential M&A Transaction Counterparties;
- (s) Significant Vendors;
- (t) Top 50 Unsecured Creditors;
- (u) US Trustee Personnel, Judges, and Court Contacts for the District of New Jersey; and
- (v) Utilities.

7. The list of parties checked in accordance with the foregoing categories (collectively, the "**Case Parties**") is attached hereto as Schedule 1.<sup>2</sup> For the

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<sup>2</sup> BlockFi has a significant number of individual clients. Because of the number of individual Case Parties and the relative difficulty identifying whether the searched Case Party is the same person as the individual flagged by M&E's conflict database, our disclosures are limited to individual Case Parties identified on Schedule 1 that are the Debtors' current or former directors and officers.



purposes of these Cases, only potential connections that existed as of January 24, 2023, shortly before the submission of this Declaration, were checked. These connections were then reviewed to identify any relationship that would need to be disclosed in accordance with Bankruptcy Rule 2014.

8. The Connections Check performed by M&E included an email circulated to all M&E attorneys alerting all professionals at M&E to identify any connections with the Case Parties. As part of this circulation, the recipients were also requested to identify: (a) any connections to the U.S. Trustee or any person employed in that office, and (b) their direct holding of any claims against or interests in the Debtors (including whether any recipient was ever a customer, client, or loan counterparty to the Debtors).

9. A summary of the results of the Connections Check is annexed hereto as Schedule 2 (the “**Connections List**”). To the best of my knowledge after diligent inquiry, neither M&E, any member of M&E, nor any attorney associated with or employed by M&E, has any “connection,” as such term is used in Bankruptcy Rule 2014(a), with the Debtors herein, their creditors, any other party-in-interest herein, their respective attorneys or accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except to the extent set forth in Schedule 2 or as follows:

- In August 2022, M&E was engaged to provide legal services to an ad hoc Group of Borrowers in the Bankruptcy of *In re Celsius*, Bankruptcy Court for the Southern District of New York, Case No. 22-10964 (MG).
- From December 18, 2022 to December 27, 2022, M&E represented an individual who was a member of the Official Committee of Unsecured Creditors of FTX. After the FTX Committee was formed and, prior to its engagement by the BlockFi Committee, M&E terminated its representation of that individual.

10. Notwithstanding any “connection” set forth in Schedule 2 and except as set



forth herein, to the best of my knowledge, any “connection” of M&E to the identified entities are limited to matters unrelated to the Debtors.

11. In addition to the aforementioned connections, M&E has the additional potential connections to the entities (or their affiliates) identified in Schedule 1 and the Court:

- a. M&E appears in cases, proceedings, and transactions involving numerous attorneys, accountants, and financial advisors, some of which may represent the Debtors, creditors, or parties-in-interest, or themselves be creditors or parties-in-interest in these Cases. M&E has not and will not represent any of these creditors, investors, potential acquirers, parties-in-interest, attorneys, financial advisors, accountants, or any other entity in connection with these Cases.
- b. M&E represents many investors, financial institutions, and other persons or entities that may become creditors or parties-in-interest in these Cases. M&E has not and will not represent any of these investors, financial institutions, or other creditors or parties-in-interest in connection with these Cases.
- c. M&E regularly appears in cases before the United States Bankruptcy Court for the District of New Jersey.

12. None of the M&E existing clients noted in Schedule 2 accounted for more than 1% of M&E’s gross revenues for the past twelve (12) months.

13. M&E will file appropriate supplemental disclosure(s) with the Court to the extent that additional information concerning any connections is developed.

14. Notwithstanding the above, I believe that M&E is a disinterested person and does not hold or represent an interest adverse to the Debtors’ estates with respect to the matters for which M&E is to be employed, as required by Bankruptcy Code section 328(c).

### **PROFESSIONAL COMPENSATION**

15. Subject to this Court’s approval, and in accordance with section 330(a) of the Bankruptcy Code and any orders of the Court, M&E will charge for its legal services as counsel to the Committee on an hourly basis in accordance with its ordinary and customary hourly



rates in effect on the date such services are rendered, and for its actual, reasonable and necessary out-of-pocket disbursements incurred in connection therewith.

16. My hourly rate is currently \$900.00. Other attorneys and paraprofessionals will assist with these Cases as needed. As of the date hereof, the hourly rates of other M&E professionals are in the following ranges:

<u>Professional</u>	<u>Rate Per Hour</u>
Partners	\$500-\$1,100
Counsel/Of Counsel	\$520-\$950
Associates	\$340-\$550
Paralegals	\$150-\$360

17. The hourly rates set forth above are M&E's general hourly rates for work of this nature and are consistent with the customary compensation charged by comparably skilled attorneys at M&E in similar matters, including non-bankruptcy matters.

18. M&E periodically reviews and, if appropriate, increases its hourly rates. M&E will provide at least 10 business days' notice to the Committee, the Debtors, and the U.S. Trustee prior to any increases in the rates set forth in this Declaration and will file such notice with this Court.

19. M&E has advised the Committee that it intends to seek compensation for all time and expenses associated with the preparation of this application to retain M&E and related documents, and the preparation of monthly, interim or final fee applications for M&E. It will not bill for the defense of any fee applications. M&E will bill any non- working travel time at 50% of the actual time incurred.

20. In addition, M&E requests that it be reimbursed for any actual and



necessary expenses incurred in representing the Committee, including, but not limited to, business meals, photocopies, courier service, computer assisted research, docket and court filing fees, mail and express mail charges, messenger charges, document processing, telecommunications, travel, court reporting charges, and any other non-ordinary overhead expense such as overtime for secretarial personnel and other staff and any other incidental costs advanced by M&E specifically for the representation of the Committee, in a manner and at rates consistent with charges made generally to M&E's other clients. Photocopies and similar copies will be billed at a reduced rate of \$0.10 per page.

21. M&E has not agreed to share: (a) any compensation it may receive with another party or person, other than with the Partners, Counsel and Associates of M&E; or (b) any compensation another person or party has received or may receive in connection with these Cases.

22. M&E has not received a retainer in connection with these Cases.

23. M&E intends to work closely with the Committee's representatives and the other professionals to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

#### **AFFIRMATIVE STATEMENT OF DISINTERESTEDNESS**

24. Based upon the information available to me, and except as otherwise described herein, M&E holds no interest adverse to the Debtors, its estates, or any class of creditors or equity holders as to the matters in which it is to be employed. I know of no reason why M&E cannot act as counsel to the Committee.

#### **STATEMENT REGARDING U.S. TRUSTEE GUIDELINES**

25. The following information is provided pursuant to paragraph D.1 of the U.S.



Trustee Guidelines:

<b>QUESTION:</b>	Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?
Response:	M&E will comply with the United States Trustee's Fee Guidelines in connection with this engagement.
<b>QUESTION:</b>	Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?
Response:	No.
<b>QUESTION:</b>	If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.
Response:	No.
<b>QUESTION:</b>	Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?
Response:	The Committee has approved M&E's general staffing plan, which is described in the Application.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: February 5, 2023

/s/ David J. Adler

David J. Adler



**SCHEDULE 1**  
**(Case Parties List)**



Debtors & Affiliates

BlockFi Asia Pte. Ltd. (Singapore)  
BlockFi Cayman LLC  
BlockFi Holding UK Ltd. (England & Wales)  
BlockFi Inc.  
BlockFi International Ltd  
BlockFi Investment Products  
BlockFi Lending II LLC  
BlockFi Lending LLC  
BlockFi Management LLC  
BlockFi Services Inc.  
BlockFi Trading LLC  
BlockFi Ventures LLC  
BlockFi Wallet  
BlockFi Wallet LLC  
BV Power Alpha LLC



Current and Former Directors & Officers

Carr, Alan J.  
Corrie, Pamela B.  
Frizzley, Jill  
Hill, Jennifer  
Lauro, Tony  
Marquez, Florencia  
Prince, Zachary  
Tepner, Harvey L.  
Vogel, Scott D.  
[Confidential]



Equity Holders

2021 Fintech Industry Fund LLC	Castle Island
3 Arrows Capital	Castle Island Ventures I LP
A210Z Capital LLC	Castle Island Ventures I-A LP
aCrew Diversify Capital Executive Fund (A) LP	CIV Opportunity Series Co-Invest I LP
aCrew Diversify Capital Executive Fund LP	CIV Opportunity Series Co-Invest I LP - (Series 2)
aCrew Diversify Capital Fund (A) LP	CMS
aCrew Diversify Capital Fund (G) LP	CMS Holdings LLC
aCrew Diversify Capital Fund LP	CMT Digital
Akuna Capital	CMT Digital Investments I LLC – Series 3
Akuna Ventures LLC	CMT Digital Ventures Fund I LLC
Altive Master Fund SPC - Altive Pisces Fund SP	Coinbase Global Inc.
Arrington XRP Capital	Coinbase Ventures
Arrington XRP Capital Cayman SPV Ltd.	ConsenSys
Atreides Foundation Master Fund LP	ConsenSys Fund I LP
AVG - PAV BlockFi 2020 Trust	Delly VC LLC
AVGF-PAV1-BlockFi 2018 LLC	Disruptive Innovation Fund LP
Avon Venture Fund I LP	Dolly VC LLC
Avon Ventures	EquityZen Growth Technology Fund LLC - Series 1054
Bain Capital Venture Coinvestment Fund II LP	EquityZen Growth Technology Fund LLC - Series 1070
Bain Capital Venture Fund 2021 LP	EquityZen Growth Technology Fund LLC - Series 1189
Bain Capital Ventures	EquityZen Growth Technology Fund LLC - Series 1274
Base10 Advancement Initiative I LP	Formic Ventures LLC
BC/BL Holdco LLC	Fort Schuyler Ventures LLC
BCIP Venture Associates II LP	FTX
BCIP Venture Associates II-B LP	Gaingels
BCIP Ventures Associates II LP	Gaingels BlockFi 2021 LLC
BCIP Ventures Associates II-B LP	Gaingels BlockFi LLC
BCV 2019-MD Coinvestment II LP	Gaingels Gill BlockFi LLC
BCV 21 Innovators Fund LP	Galaxy Digital
BF, a series of Factorial Funds I LLC	Gemini Investments LP
BL Fund I	Goanna Capital 21Q LLC
BL Fund I, a series of AHP Investments LP	Harvard Management Private Equity Corp.
BL Fund II, a Series of AHP Investments LP	HashKey
BLF 107, a series of SAX Capital Series Fund V LP	HashKey Fintech Investment Fund LP
Blythe Ventures Pty. Ltd.	HDR Cadenza Management Ltd.
Bracket Capital	HRT
Cadenza Ventures Opportunities Fund LP (Series B)	HRT Research LLC



HS Investments IV Ltd.	Pomp Bracket Digital Assets III LLC
Hyperion Capital LLC	Purple Arch Ventures
Hyperion Capital Ltd.	RCapital BlockFi I, a Series of Republic
IL2BF, a series of Investlink Holdings	Capital Master Fund LP
JCDP-6 AI LLC	Recruit Strategic Partners Inc.
JCDP-6 QP LLC	RSP Fund VI LLC
Jump Capital	Sand Dune Investments LLC
Kenetic	SCB 10X Co. Ltd.
Kenetic Advisors Ltd.	SGP Governance
Kenetic Holdings Ltd.	SLV BlockFi Holding LLC
Kristal Advisors (SG) Pte. Ltd.	Social Finance Inc.
LBP Fi III LP	SoFi
LeadBlock Partners (GP) Sarl	Susquehanna Government Products LLLP
LIEC Invest AG	Sustainable Governance Partners LLC
Linqto Liquidshares LLC	Tayenthal Ventures UG
Morgan Creek Blockchain Opportunities	TB Asset Management GmbH
Fund II LP	The Midnight, a Third Prime Series LLC
Morgan Creek Blockchain Opportunities	(Series: BlockFi)
Fund LP	Third Prime
Morgan Creek Capital Management	Tiger Global
Morgan Creek Consumer Opportunities	Tiger Global Management LLC
Fund LP	Tiger Global PIP 14-7 LLC
Morgan Creek Digital Fund III LP	Tiny Orange LLC
Morgan Creek Private Opportunites Fund	TONA Investments LP
LLC Series H - BlockFi	Trustees of Columbia University
Morgan Creek Private Opportunities LLC	Trustees of Columbia University in the City
Series K - BlockFI	of New York, The
MyAsiaVC BLF 157, a series of SAX	TVC
Capital Series Fund III LP	TVC X, a series of The Venture Collective
NO Investments LLC	Holdings LLC
Ocean Capital GmbH	TVC XVII, a series of The Venture
Ocean Fidelity GmbH	Collective Holdings LLC
Olola Investments Pty Ltd.	Valar Co-Invest 10 LP
OÜ Notorious	Valar Co-Invest 11 LP
Paradigm	Valar Co-Invest 12 LP
Paradigm Fund LP	Valar Fund V LP
ParaFi Capital	Valar Fund VII LP
ParaFi Private Opportunities LLC – Series F	Valar Principals Fund V LP
Park West Investors Master Fund Ltd.	Valar Velocity Fund 2 LP
Park West Partners International Ltd.	Valar Ventures LP
PJC	Vanderbilt University, The
PJC Blockfi SPV LLC	Winklevoss Capital
Point Judith Venture Fund IV LP	Winklevoss Capital Fund LLC
Polka Dot Ventures Pty Ltd.	Winklevoss Capital Management LLC
Pomp Bracket Digital Assets I LLC	[Confidential]
Pomp Bracket Digital Assets II LLC	



Bankruptcy Professionals

Berkeley Research Group  
Cole Schotz PC  
Haynes and Boone LLP  
Kroll Inc.  
Kroll Legal  
Kroll Restructuring Administration LLC  
Moelis & Co.



Banks

BCB Bancorp Inc.  
Capital Union Bank Ltd.  
Centre Consortium  
FOMO Pay  
Signature Bank  
Silicon Valley Bank  
Silvergate Bank



Custodians

Anchorage Digital Bank NA  
BitGo  
Blockdaemon  
Coinbase  
Deribit  
Elwood Technologies Services Ltd.  
Fidelity Digital Assets Services LLC  
Fireblocks  
Fireblocks Inc.  
Fireblocks International  
Fireblocks Lending  
Fireblocks Wallet  
Gemini  
Gemini Lending LLC  
Gemini Trust Co. LLC  
Kraken  
Paxos



Exchanges / Marketplaces

Binance  
BitFinex  
BitMex  
ByBit  
Celsius Network Ltd.  
Coinbase  
CoinLoan  
Compound Treasury  
Crypto.com  
Fernhill Corp.  
Fidelity Prime  
FTX  
FTX International  
FTX Trading Ltd.  
Huobi  
Kraken  
KuCoin  
LMAX  
LooksRare  
Nexo  
Nifty Gateway  
OKX  
OpenSea  
Quadriga  
Robinhood  
Tagomi Systems Inc.  
Terra  
Voyager Digital  
Wintermute Ltd.



Government, Taxing Authorities, and Regulatory Agencies

Alabama, State of, Attorney General  
Alabama, State of, Department of Labor  
Alabama, State of, Department of Revenue  
Alaska, State of, Attorney General  
Alaska, State of, Department of Labor &  
Workforce Development  
Alaska, State of, Department of Revenue  
Arizona, State of, Attorney General  
Arizona, State of, Department of Revenue  
Arizona, State of, Industrial Commission  
Arkansas, State of, Attorney General  
Arkansas, State of, Department of Finance  
& Administration  
Arkansas, State of, Department of Labor  
Bermuda Monetary Authority  
California, State of, Attorney General  
California, State of, Division of Labor  
Standards Enforcement & the Office of  
the Labor Commissioner  
California, State of, State Board of  
Equalization  
Colorado, State of, Attorney General  
Colorado, State of, Department of Labor &  
Employment  
Colorado, State of, Department of Revenue  
Connecticut, State of, Attorney General  
Connecticut, State of, Department of Labor  
Connecticut, State of, Department of  
Revenue Services  
Delaware, State of, Attorney General  
Delaware, State of, Department of Labor  
Delaware, State of, Division of Revenue  
Financial Action Task Force  
Florida, State of, Attorney General  
Florida, State of, Department of Revenue  
Florida, State of, Division of Workforce  
Services  
Georgia, State of, Attorney General  
Georgia, State of, Department of Labor  
Georgia, State of, Department of Revenue  
Hawaii, State of, Attorney General

Hawaii, State of, Department of Labor &  
Industrial Relations  
Hawaii, State of, Department of Taxation  
Idaho, State of, Attorney General  
Idaho, State of, Department of Labor  
Idaho, State of, State Tax Commission  
Illinois, State of, Attorney General  
Illinois, State of, Department of Labor  
Illinois, State of, Department of Revenue  
Indiana, State of, Attorney General  
Indiana, State of, Department of Labor  
Indiana, State of, Department of Revenue  
Iowa, State of, Attorney General  
Iowa, State of, Department of Revenue &  
Finance  
Iowa, State of, Labor Services Division  
Kansas, State of, Attorney General  
Kansas, State of, Department of Labor  
Kansas, State of, Department of Revenue  
Kentucky, Commonwealth of, Attorney  
General  
Kentucky, Commonwealth of, Labor  
Cabinet  
Kentucky, Commonwealth of, Revenue  
Cabinet  
Louisiana, State of, Attorney General  
Louisiana, State of, Department of Revenue  
Louisiana, State of, Workforce Commission  
Maine, State of, Attorney General  
Maine, State of, Department of Labor  
Maine, State of, Revenue Services,  
Compliance Division  
Maryland, State of, Attorney General  
Maryland, State of, Department of Labor,  
Licensing & Regulation  
Massachusetts, Commonwealth of, Attorney  
General  
Massachusetts, Commonwealth of,  
Department of Revenue  
Massachusetts, Commonwealth of,  
Executive Office of Labor & Workforce  
Development



Massachusetts, Commonwealth of, Fair  
Labor Division, Office of The Attorney  
General  
Michigan, State of, Attorney General  
Michigan, State of, Department of Licensing  
& Regulatory Affairs  
Michigan, State of, Department of Treasury  
Minnesota, State of, Attorney General  
Minnesota, State of, Department of Labor &  
Industry  
Minnesota, State of, Department of Revenue  
Mississippi, State of, Attorney General  
Mississippi, State of, Department of  
Employment Security  
Mississippi, State of, Tax Commission  
Missouri, State of, Attorney General  
Missouri, State of, Department of Revenue  
Missouri, State of, Labor & Industrial  
Relations Commission  
Montana, State of, Attorney General  
Montana, State of, Department of Labor &  
Industry  
Montana, State of, Department of Revenue  
National Association of Attorneys General  
Nebraska, State of, Attorney General  
Nebraska, State of, Department of Labor  
Nebraska, State of, Department of Revenue  
Nevada, State of, Attorney General  
Nevada, State of, Department of Business &  
Industry  
Nevada, State of, Department of Taxation  
New Hampshire, State of, Attorney General  
New Hampshire, State of, Department of  
Labor  
New Hampshire, State of, Department of  
Revenue - Administration Unit  
New Jersey, State of, Attorney General  
New Jersey, State of, Department of Labor  
& Workforce Development  
New Jersey, State of, Department of  
Treasury  
New Mexico, State of, Attorney General  
New Mexico, State of, Department of  
Taxation & Revenue  
New Mexico, State of, Department of Work  
Force Solutions

New York, State of, Attorney General  
New York, State of, Department of  
Financial Services  
New York, State of, Department of Labor  
New York, State of, Department of Taxation  
& Finance Bankruptcy Section  
North Carolina, State of, Attorney General  
North Carolina, State of, Department of  
Labor  
North Carolina, State of, Department of  
Revenue  
North Dakota, State of, Attorney General  
North Dakota, State of, Department of Labor  
North Dakota, State of, Tax Department  
Ohio, State of, Attorney General  
Ohio, State of, Department of Commerce  
Ohio, State of, Department of Taxation  
Oklahoma, State of, Attorney General  
Oklahoma, State of, Department of Labor  
Oklahoma, State of, Tax Commission  
Oregon, State of, Attorney General  
Oregon, State of, Bureau of Labor &  
Industries  
Oregon, State of, Department of Revenue  
Pennsylvania, Commonwealth of, Attorney  
General  
Pennsylvania, Commonwealth of,  
Department of Labor & Industry  
Pennsylvania, Commonwealth of,  
Department of Revenue, Office of Chief  
Counsel  
Puerto Rico, Commonwealth of, Attn:  
Bankruptcy Department  
Puerto Rico, Commonwealth of, Department  
of The Treasury  
Rhode Island, State of, Attorney General  
Rhode Island, State of, Department of Labor  
& Training  
Rhode Island, State of, Department of  
Revenue  
South Carolina, State of, Attorney General  
South Carolina, State of, Department of  
Labor, Licensing & Regulations  
South Carolina, State of, Department of  
Revenue  
South Dakota, State of, Attorney General



South Dakota, State of, Department of Labor  
& Regulation  
South Dakota, State of, Department of  
Revenue  
Tennessee, State of, Attorney General  
Tennessee, State of, Department of Labor &  
Workforce Development  
Tennessee, State of, Department of Revenue  
Texas, State of, Attorney General  
Texas, State of, Department of Revenue  
Texas, State of, Workforce Commission  
United States, Government of the, Attorney  
General  
United States, Government of the,  
Commodities Futures Trading  
Commission  
United States, Government of the,  
Department of Justice  
United States, Government of the,  
Department of Labor, Division of Labor  
Standards Enforcement  
United States, Government of the,  
Department of the Treasury, Internal  
Revenue Service  
United States, Government of the,  
Department of Treasury  
United States, Government of the,  
Department of Treasury, Office of  
Comptroller of Currency  
United States, Government of the,  
Employment Services  
United States, Government of the,  
Environmental Protection Agency  
Region 1 (CT, MA, ME, NH, RI, VT)  
United States, Government of the,  
Environmental Protection Agency  
Region 10 (AK, ID, OR, WA)  
United States, Government of the,  
Environmental Protection Agency  
Region 2 (NJ, NY, PR, VI)  
United States, Government of the,  
Environmental Protection Agency  
Region 3 (DC, DE, MD, PA, VA, WV)  
United States, Government of the,  
Environmental Protection Agency

Region 4 (AL, FL, GA, KY, MS, NC,  
SC, TN)  
United States, Government of the,  
Environmental Protection Agency  
Region 5 (IL, IN, MI, MN, OH, WI)  
United States, Government of the,  
Environmental Protection Agency  
Region 6 (AR, LA, NM, OK, TX)  
United States, Government of the,  
Environmental Protection Agency  
Region 7 (IA, KS, MO, NE)  
United States, Government of the,  
Environmental Protection Agency  
Region 8 (CO, MT, ND, SD, UT, WY)  
United States, Government of the,  
Environmental Protection Agency  
Region 9 (AZ, CA, HI, NV)  
United States, Government of the, Pension  
Benefit Guaranty Corp.  
United States, Government of the, Securities  
and Exchange Commission  
Utah, State of, Attorney General  
Utah, State of, Labor Commission  
Utah, State of, Department of Revenue  
Vermont, State of, Attorney General  
Vermont, State of, Department of Labor  
Vermont, State of, Department of Taxes  
Virginia, Commonwealth of, Attorney  
General  
Virginia, Commonwealth of, Department of  
Labor & Industry  
Virginia, Commonwealth of, Department of  
Revenue  
Washington, D.C., Attorney General  
Washington, D.C., Department of  
Employment Services  
Washington, D.C., Office of Tax & Revenue  
Washington, State of, Attorney General  
Washington, State of, Department of Labor  
& Industries  
Washington, State of, Department of  
Revenue, Taxpayer Account  
Administration  
West Virginia, State of, Attorney General  
West Virginia, State of, Division of Labor



West Virginia, State of, Department of  
Revenue  
Wisconsin, State of, Attorney General  
Wisconsin, State of, Department of  
Workforce Development  
Wisconsin, State of, Department of  
Revenue, Customer Service Bureau  
Wyoming, State of, Attorney General  
Wyoming, State of, Department of  
Workforce Service  
Wyoming, State of, Department of Revenue



Indenture Trustee

Ankura Trust Co. LLC



Insurance

ACE American Insurance Co.  
Arch Insurance Co.  
Atlantic Specialty Insurance Co.  
AXA XL Specialty Insurance Co.  
AXIS Insurance Co.  
Beazley Group  
Berkley Insurance Co.  
Berkshire Hathaway Specialty Insurance  
Berkshire  
Endurance American Insurance Co.  
Illinois National Insurance Co.  
Princeton Excess & Surplus Lines Insurance Co., The  
Relm Insurance Ltd.  
Scottsdale Insurance Co.  
Tokio Marine HCC  
Westchester Surplus Lines Insurance Co.



Joint Provisional Liquidators

EY Bermuda Ltd.  
EY Cayman Ltd.  
[Confidential]



JV Partners

VCV Digital Infrastructure Alpha LLC



Litigation Counterparties

Core Scientific  
ED&F Man Capital Markets Inc.  
Emergent Fidelity Technologies Ltd.  
Lake Kentish & Bennett Inc.  
Luna  
Pulsar Global Ltd.  
Quantuma Advisory Ltd.  
[Confidential]



Loan Counterparties

Akuna Digital Assets LLC  
Alameda Research Ltd.  
Altana Strategy 1  
Auros Tech Ltd.  
BK Offshore Fund Ltd.  
Core Scientific  
Cumberland DRW LLC  
Druk Holding & Investments Ltd.  
Elevated Returns LLC  
Fasanara Investments SCSp  
Flow Traders BV  
Galaxy Digital LLC  
GoldenCoin Cayman LLC  
GoldenCoin LLC  
HRTJ Ltd.  
JSCT Cayman  
Kenetic Holdings Ltd.  
Lakeside Trading LLC  
Mountain Cloud Global Ltd.  
Noom Ltd.  
Payward Inc.  
POINT95 Global (Hong Kong) Ltd.  
Portofino Technologies AG  
PrimeBlock Operations LLC  
QED Capital LLC  
VCV Digital Infrastructure Alpha LLC  
Virtu Financial Singapore Pte. Ltd.  
[Confidential]



Non-Debtor Professionals

Boyle & Valenti Law PC  
Gibbons PC  
Gorski & Knowlton PC  
Hogan Lovells US LLP  
McElroy Deutsch Mulvaney & Carpenter LLP  
Morgan Lewis & Bockius LLP  
Quinn Emanuel Urquhart & Sullivan LLP  
Severson & Werson PC



Notice of Appearance Parties

[Confidential]



Ordinary Course Professionals

Advokatfirmae Schjodt AS	Richards & Co.
Allen & Overy LLP	Rose Law Firm
Bradley Arant Boult Cummings LLP	Schjodt LLP
Brody & Browne LLP	Simmons & Simmons LLP
CFGJ, LLC	Starn O'Toole Marcus & Fisher
CohnReznick LLP	Stikeman Elliott LLP
Conyers Dill & Pearman LLP	Stoll Keenon Ogden PLLC
Covington & Burling LLP	Sullivan & Cromwell LLP
CrowdStrike Inc.	Taller Technologies
Davis Polk & Wardwell LLP	Walkers (Bermuda) Ltd.
Deloitte & Touche LLP	Ward & Smith PA
Deloitte Tax LLP	White & Case LLP
Details Management Ltd.	Willis Towers Watson PLC
Downs Rachlin Martin PLLC	Y Partners
Germano Law LLC	
Gunderson Dettmer Stough Villeneuve Franklin & Hachigian LLP	
Hodgson Russ LLP	
Hogan Lovells International LLP	
Holland & Knight LLP	
Intralinks Inc.	
Johnson Gardiner, Attorneys At Law	
Katten Muchin Rosenman LLP	
King & Spalding LLP	
KPMG LLP	
Linklaters LLP	
Linklaters Singapore Pte. Ltd.	
Littler Mendelson PC	
Locke Lord LLP	
Manatt Phelps & Phillips LLP	
Maynard Cooper & Gale PC	
McAfee & Taft, a Professional Corp.	
McLeod Law LLP	
Mintz Levin Cohn Ferris Glovsky & Popeo PC	
Morris Nichols Arsht & Tunnell LLP	
North River Global LLC	
Osler Hoskin & Harcourt LLP	
Pensionmark Financial Group LLP	
Perkins Coie LLP	
PKF O'Connor Davies LLP	
Rath Young & Pignatelli PC	



Potential M&A Transaction Counterparties

[Confidential]



Significant Clients

[Confidential]



Significant Vendors

Accertify Inc.	DHL
Accuity Inc.	DigiCert Inc.
Airbase Inc.	Docker Inc.
Airgas Inc.	Donnelley Financial Solutions Inc.
Alder	Dovetail Digital Ltd.
Alteryx Inc.	Duco Tech Inc.
Amazon Web Services Inc.	DVORA
Amazon.com Inc.	Eden Network
Andco Consulting	Embroker Inc.
Aniket Ltd.	Evolve Bank & Trust
Aon (Bermuda) Ltd.	FedEx Corp.
Aon plc	Financial Conduct Authority
AT&T Inc.	Fireblocks Inc.
Atlassian Corp.	First & 42nd
Auth0 Inc.	Fly Over the City
BambooHR LLC	FTX Trading Ltd.
Bandalier Inc.	Gemini Trust Co.
BitGo Holdings Inc.	GitHub
Blockdaemon Inc.	Global PPL Pte. Ltd.
Blockstream Corp. Inc.	Google
Bloomberg Finance LP	Google Cloud
Brex Inc.	Google G Suite
C Street Advisory	Google Voice Inc.
Canon Inc.	Google Workspace
Capital Properties Inc.	GoTo Technologies USA Inc.
Carta Inc.	Grant Thornton LLP
CF Benchmarks Ltd.	Great-West Trust Co. LLC
Chainalysis Inc.	Hummingbird Regtech Inc.
Cloudflare Inc.	iConnections LLC
Cogency Global Inc.	Impact Tech Inc.
Cogent Communications Holdings Inc.	Irish Life
Coinbase Global Inc.	Iron Mountain Inc.
Coralisle Pension Services Ltd.	Ironclad
CrowdStrike Inc.	JAMF Software
Crown Castle Inc.	KISI Inc.
CSC	Microsoft Corp.
Culture Amp Inc.	Modern Treasury Corp.
Datadog Inc.	Monday.com Ltd.
Deel	Nest Workplace Pension Scheme
Delaware, State of, Franchise Tax	NMLS
Deserve Inc.	Nomics Inc.
Details Management Ltd.	NordVPN SA



Okta Inc.  
Papaya Global Inc.  
Paperless Inc.  
Pensionmark Financial Group  
Persona Inc.  
Phinx Consultants  
Phinx Consultants Group  
Phinx/Fleet  
Pulumi Corp.  
Quench USA Inc.  
Regus plc  
Round Robin App  
Sage Intacct Inc.  
Scratch  
Scratch Services LLC  
Slack Technologies LLC  
Splunk Inc.  
Stripe Inc.  
Taller Technologies  
TaxBit Inc.  
Thomson Reuters - West  
Tiger Consulting Ltd.  
TriNet  
TriNet Group Inc.  
United States Postal Service  
Unqork Inc.  
UPS Store Inc., The  
Visa Inc.  
Visa USA Inc.  
West Realm Shires Inc.  
WeWork Nashville  
Y Partners  
Zapier Inc.  
Zendesk Inc.  
ZVI Brener Enterprises



Top 50 Unsecured Creditors

Ankura Trust Co. LLC, as Trustee for the  
Indenture dated as of February 28, 2022  
United States, Government of the, Securities  
& Exchange Commission  
Vrai Nom Investment Ltd.  
West Realm Shires Inc.  
[Confidential]



US Trustee Personnel, Judges, and Court contacts for the District of New Jersey

Kaplan, Judge Michael B.  
[Confidential]



Utilities

AT&T  
Cogent  
Communications  
Crown Castle  
Paperless Inc.



**SCHEDULE 2**  
**(Connections List)**



In re BlockFi Inc, Case No. 22-19361 (MBK)

List Of Connections Of McCarter & English, LLP

Individual's First Name	Individual's Last Name	Bankruptcy Role	Current Client	Former Client	Adverse To Or Aligned With Current Or Former Clients In Unrelated Matters (Applicable To Searched Entity Or Affiliate Of Searched Entity)
Scott	Vogel	Current and Former Directors & Officers			x
	CMS	Equity Holders	x		
	Harvard Management Private Equity Group	Equity Holders	x		
	Hyperion Capital	Equity Holders		x	
	Morgan Creek Capital Management	Equity Holders	x		
	Morgan Creek Digital Fund III LP	Equity Holders	x		
	Paradigm Fund LP	Equity Holders		x	
	SOFI	Equity Holders	x		
	Trustees of Columbia University	Equity Holders	x		
	Trustees of Columbia University in the City of New York	Equity Holders	x		
	Cole Schotz	Bankruptcy Professionals	x		
	Haynes & Boone	Bankruptcy Professionals		x	
	BCB Bancorp	Banks			x
	Signature Bank	Banks			x
	Silicon Valley Bank	Banks			x
	Celsius Network Ltd.	Exchanges/Marketplaces			x
	Terra	Exchanges/Marketplaces		x	
	Voyager Digital	Exchanges/Marketplaces		x	
	Alabama Department of Labor	Exchanges/Marketplaces		x	
	New Jersey Department of Labor & Workforce Development	Government/Taxing Authorities and Regulatory Agencies		x	
	Connecticut State of, Attorney General	Government/Taxing Authorities and Regulatory Agencies	x		
	Missouri State of, Attorney General	Government/Taxing Authorities and Regulatory Agencies		x	
	United States, Department of Treasury	Government/Taxing Authorities and Regulatory Agencies		x	
	Ankura Trust Company	Indenture Trustee			x
	AXA XL Specialty Insurance Group	Insurance			x
	Berkshire	Insurance	x		
	Gibbons	Non-Debtor Professionals		x	x
	Hogan Lovells US LLP	Non-Debtor Professionals		x	x
	McElroy Deutsch Mulvaney & Carpenter LLP	Non-Debtor Professionals		x	x
	Quinn Emanuel Urquhart & Sullivan LLP	Non-Debtor Professionals	x		



Deloitte & Touche LLP	Ordinary Course Professionals	x	
Holland & Knight	Ordinary Course Professionals	x	
Katten Muchin Rosenman LLP	Ordinary Course Professionals	x	
King & Spaulding	Ordinary Course Professionals		x
KPMG	Ordinary Course Professionals	x	
Mintz Levin	Ordinary Course Professionals		x
Osler Hoskin	Ordinary Course Professionals	x	
Perkins Coie	Ordinary Course Professionals	x	
Sullivan & Cromwell LLP	Ordinary Course Professionals	x	
White & Case LLP	Ordinary Course Professionals	x	
Willis Towers Watson PLC	Ordinary Course Professionals	x	
	Potential M&A Transaction Counterparties		x
	Potential M&A Transaction Counterparties	x	
	Potential M&A Transaction Counterparties	x	
	Potential M&A Transaction Counterparties	x	
	Potential M&A Transaction Counterparties	x	
	Potential M&A Transaction Counterparties	x	
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	Potential M&A Transaction Counterparties	x	
	Potential M&A Transaction Counterparties	x	
	Potential M&A Transaction Counterparties	x	
	Potential M&A Transaction Counterparties	x	
	Potential M&A Transaction Counterparties		x
	Significant Clients	x	
	Significant Clients		x
American Express	Significant Vendors	x	
AON	Significant Vendors		x
Bloomberg LLP	Significant Vendors	x	
Canon	Significant Vendors		x
Magna Carta	Significant Vendors		x
Great West	Significant Vendors		x
Iron Mountain	Significant Vendors		x
	US Trustee Personnel		x
AT&T	Utilities	x	
Crown Castle	Utilities		x